

State of Delaware - Division of Corporations

CERTIFICATION SHEET - Fax# 302-739-3812



Priority 1
(One Hr)



Priority 2
(Two Hr)



Priority 3
(Same Day)



Priority 4
(24 Hour)



Priority 7
(Reg. Work)

SUBMITTER'S INFORMATION

Company/Firm or Individual's Name Lance Nixon, Enforcement Officer
Environmental Protection Agency, Region 6
1445 Ross Avenue, 6SF-TE

Return Address Dallas, Texas 75202

City - State - Zip

Attention:

Phone# 214-665-2203 Fax# _____

E-mail address nixon.lance@epa.gov

Account Number _____

DO NOT WRITE IN THIS SPACE

CERTIFICATION REQUEST INFORMATION

Name of Company/Entity Wilcox Oil Company

File Number 0610712

Type of Certificate Requested

- Certified Copy of All Charter Documents
- Certified Copy of Charter Documents, Restated Forward
- Certified Copy Filed on _____
- Short Form Good Standing (check if additional language req.)
- Tax reports filed
- Taxes paid to date
- No taxes assessed
- Long Form Good Standing (check if additional language req.)
- Tax reports filed
- Taxes paid to date
- No taxes assessed
- Certificate in RE: _____ (Type of Cert.)
- Apostille - Country _____
- Other _____
- Check # _____ Total \$ Enclosed _____

METHOD OF RETURN

- Messenger/Pick up
- Express Mail Select Express Service
Acct# _____
- Regular Mail
- Other _____
- Fax or E-mail is not available

COMMENTS/FILING INSTRUCTIONS

all documents on file

Incorporation, amend ments

mergers etc. -

\$50 Plain copies

CREDIT CARD INFORMATION

 Type of Card (Visa, MasterCard, American Express or Discover Card Only)

CC# (b) (6) - (b) - (b) - (b) (6)

Expiration Date - (b) / (b)

Security Code (b)

VISA

INSTRUCTIONS

1. Visit corp.delaware.gov/cvrmemo.shtml for complete instructions on how to properly complete this memo.
2. Fully shade in the required Priority Square using a dark pencil or marker, staying within the square.

\$50





State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

130990746

9983914
ENVIRONMENTAL PROTECTION AGENCY, REGION 6
1445 ROSS AVENUE, 6SF-TE
DALLAS TX 75202

08-20-2013

ATTN: LANCE NIXON

DESCRIPTION	AMOUNT
WILCOX OIL COMPANY	
0610712 4100H Plain Copy History	
0102S Incorp Delaware Sto 05-04-1964 16	40.00
0240 Amendment; Domestic 07-21-1964 2	4.00
0250N Merger; Non-Survivo 09-09-1965 3	6.00
Plain Copy Fee	50.00
FILING TOTAL	50.00
TOTAL PAYMENTS	50.00
SERVICE REQUEST BALANCE	0.00

DIRECTOR'S OFFICE
 DIVISION OF CORPORATIONS
 130990746
 08/20/2013

CERTIFICATE OF INCORPORATION

OF

W X C COMPANY

FIRST. The name of the corporation is

W X C COMPANY

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To carry on all phases of the oil, petroleum and natural gas business, and to acquire, own, lease, hold, construct, maintain, operate and sell or otherwise dispose of oil or natural gas leases, lands, rights, or other interests, oil or natural gas wells, pipe lines, refineries, compressor and pumping stations, storage facilities, and in general all other facilities incidental to, necessary for, or useful in carrying out production, gathering, transportation, refining, processing and sale and distribution of oil, gasoline, naphtha, kerosene, natural gas and/or other petroleum products at wholesale or retail.

To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes and other property necessary for the operation of such business

To buy, exchange, construct, contract for, lease and in any and all other ways acquire, take, hold and own refineries for the treatment of petroleum and other mineral oils and gases; the tanks and other facilities for the storage thereof; and the manufacturing plants, works and appurtenances for the production, distribution and sale of petroleum, oil, gas and of any and all refinements and by-products thereof; to prospect for oil; to drill oil wells and to develop the same; to refine crude oil, to improve, maintain, operate and develop, and to sell, mortgage, lease or otherwise dispose of the said properties, and to sell or otherwise dispose of such petroleum, oil, and all refinements and by-products thereof.

To engage in the business of developing, purchasing, selling, manufacturing, compounding, refining, distributing, importing, exporting, exploiting and using, and to develop, purchase, sell, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce and in every way deal in and with, chemicals of every kind, chemical materials, substances and products, including without limitation pharmaceuticals, biologicals, viruses and serums of all kinds, acids, alkalis and salts, their com-

pounds and derivatives, and also derivatives, materials, products, substances and combinations produced or manufactured therefrom, including solids, liquids and gases of all kinds; to engage in the separation or reduction and treatment of solids, liquids and gases into their constituents; to develop, produce and utilize and deal in and with chemical combinations of all kinds.

To acquire by lease, purchase, contract, concession or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of any and all real estate, lands, options, concessions, leases, grants, land patents, franchises, deposits, mines, mining rights, quarries, locations, claims, rights, privileges and easements, tenements, appurtenances and hereditaments, interests and properties of every description and nature whatsoever which this Corporation may deem wise and proper in connection with the conduct of any business or businesses enumerated in this certificate of incorporation or in any other business in which this Corporation may lawfully engage.

To carry on and conduct research work upon any and all problems arising in connection with the development of its properties for the production and transportation of oil, gas, sulphur and other minerals and the refining and extraction therefrom and the reforming of any mineral or petroleum product or by-product or derivative thereof or in connection with any of the other objects and purposes of the Corporation.

To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire and hold, own, operate, enjoy, turn to account, grant licenses in respect of, manufacture, introduce, sell, assign, mortgage, pledge or otherwise dispose of:

(1) any and all inventions, devices, formulae and all improvements and modifications thereof;

(2) any and all letters patent of the United States or of any other nation or country and all rights connected therewith or appertaining thereto;

(3) any and all copyrights granted by the United States or by any other nation or country;

(4) any and all trade marks, trade names, trade symbols, good will and other indications of origin and ownership granted by or recognized by the laws or decisions of the United States or of any other nation or country.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this Corporation or otherwise the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To issue its capital stock, bonds, debentures, or other obligations in payment for property purchased or acquired by it, or for money borrowed, or for any other lawful object in or about its business.

To acquire and pay for in cash, stock or bonds of this Corporation, or otherwise, the goodwill, rights, assets and properties, and to undertake or assume, in whole or in part, the obligations of any person, firm, association or corporation.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

To loan to any person, firm or corporation any of its funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

To conduct and carry on any of the objects and purposes herein enumerated through or by means of investment in subsidiaries or in the stock, securities, or other evidences of interest in corporations, associations, partnerships, or trust estates engaged in carrying on or conducting any one or more of the businesses or enterprises which the Corporation is authorized to conduct and carry on hereunder.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares which the Corporation shall have authority to issue is ten (10) and the Par Value of each of said shares is One Hundred Dollars (\$100.00), amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH. The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the Incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
S. H. Livesay	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH. The Corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. Ownership of shares of any class of the capital stock of the Corporation shall not entitle the holders thereof to any pre-emptive right to subscribe for or purchase or to have offered to them for subscription or purchase any additional shares of capital stock of any class of the Corporation or any securities convertible into any class of capital stock of the Corporation, whether now or hereafter authorized, however acquired, issued or sold by the Corporation, it being the purpose and intent hereof that

the Board of Directors shall have full right, power and authority to offer for subscription or sell or to make any disposal of any or all unissued shares of the capital stock of the Corporation or any securities convertible into stock or any or all shares of stock or convertible securities issued and thereafter acquired by the Corporation, for such consideration, in money or property, as the Board of Directors in its sole discretion shall determine.

TENTH. All corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute.

The number of Directors of the Corporation shall be fixed from time to time by the By-Laws and may be altered as the By-Laws may provide.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make, amend, alter, change, add to or repeal the By-Laws of the Corporation.
- (b) To fix, determine and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.
- (c) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(d) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(e) By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or as may be determined from time to time by Resolution adopted by the Board of Directors.

(f) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the

Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

(g) Without the assent or vote of the stockholders, to authorize and issue obligations of the Corporation in such amounts and having such terms and provisions as the Board of Directors in its sole discretion shall determine and to authorize and cause to be executed mortgages and liens, without limit as to amount, upon the real and personal property of the Corporation.

(h) From time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the Corporation or any of them, shall be open to the inspection of any stockholder and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by statute or the By-laws or as authorized by a Resolution of the stockholders or the Board of Directors.

(i) To authorize the payment of compensation to the Directors for services to the Corporation, including fees for special services to the Corporation and for attendance at meetings of the Board of Directors and of any committees of the Board of Directors and to determine the amount of such compensation and fees.

(j) At any time or from time to time (without any action by the stockholders of the Corporation) to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the Corporation, rights or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes or of any series of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the Corporation upon the exercise of any such right or option shall be such as shall be fixed and stated in the Resolution or Resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference

in the instrument or instruments evidencing such rights or options.

No contract or other transaction between the Corporation or any other corporation shall be affected or invalidated by the fact that one or more of the Directors of this Corporation are interested in, or is a Director or Directors or Officer or Officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that one or more of the Directors of this Corporation is a party to, or are parties to, or interested in, such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or Directors in such contract or other transaction and/or the fact that such Director or Directors is or are a Director or Directors or Officer or Officers of such other corporation is known to the Board of Directors or is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

A Director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officials as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

The Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

ELEVENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TWELFTH. Meetings of stockholders may be held outside the State of Delaware, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of Directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

THIRTEENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

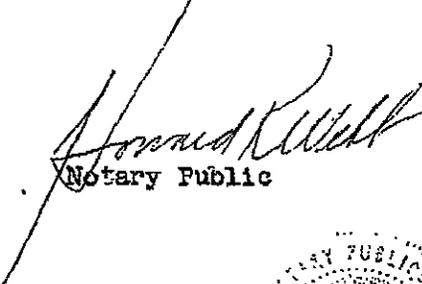
WE, THE UNDERSIGNED, being each of the Incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 4th day of May, A.D. 1964.

J. H. Livesey (SEAL)
J. J. ... (SEAL)
D. D. ... (SEAL)

THE STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 4th day of May, A. D. 1964, personally came before me, a Notary Public for the State of Delaware, S. H. Livesay, F. J. Obara, Jr. and A. D. Grier, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.


Notary Public



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
W X C COMPANY

W X C COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Company:

RESOLVED, that the Certificate of Incorporation of W X C Company be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is WILCOX OIL COMPANY."

SECOND: That the aforesaid amendment has been duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

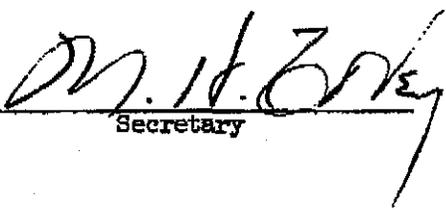
IN WITNESS WHEREOF, the said W X C Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. L. PARRISH, JR., Vice President and M. H. COVEY, Secretary, this 21st day of July, 1964.

W X C COMPANY

By


Vice President

By


Secretary



THE STATE OF TEXAS |

SS.

COUNTY OF HARRIS |

BE IT REMEMBERED, that on this 21st day of July, 1964, personally came before me, a Notary Public in and for the County and State aforesaid, J. L. PARRISH, JR., Vice President of W X C Company, a corporation of the State of Delaware, and one of the persons who signed the foregoing Certificate, and he, the said J. L. PARRISH, JR., as Vice President, duly executed the Certificate before me and acknowledged the said Certificate to be his act and deed; that the signatures of the Vice President and of the Secretary of said Company to said foregoing Certificate are in the handwriting of the Vice President and Secretary of said Company, respectively, and that the seal affixed to said Certificate is the corporate seal of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public, in and for
Harris County, Texas

My Commission Expires
June 1, 1965

CERTIFICATE OF
OWNERSHIP AND MERGER
MERGING WILCOX OIL COMPANY
INTO TENNECO OIL COMPANY

-ooc-

TENNECO OIL COMPANY, a corporation organized and existing under and by virtue of the General Corporation Laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That it is the owner of all the issued and outstanding stock of Wilcox Oil Company, a Delaware corporation.

SECOND: That, in accordance with the provisions of Title 8, Section 253 of The Delaware Code, the Board of Directors of Tenneco Oil Company, at a meeting duly convened and held on September 7, 1965, adopted the following resolutions to merge Wilcox Oil Company into Tenneco Oil Company:

"WHEREAS, Tenneco Oil Company owns all the issued and outstanding stock of Wilcox Oil Company, a Delaware corporation; and

WHEREAS, it is deemed desirable to merge Wilcox Oil Company into Tenneco Oil Company:

NOW, THEREFORE, BE IT

RESOLVED, that Tenneco Oil Company merge into itself, and it does hereby merge into itself, Wilcox Oil Company and assumes all of the liabilities and obligations of said Wilcox Oil Company; and further

RESOLVED, that the President, or a Vice President, and the Secretary, or Treasurer, or an Assistant Secretary, or an Assistant Treasurer, of this Company, be, and they hereby are, authorized and directed to make and execute, under the corporate seal of this Company, a Certificate of Ownership and Merger and to file and record the same in the State of Delaware pursuant to Title 8, Section 253 of The Delaware Code; and further

RESOLVED, that the officers of this Company be, and they hereby are, authorized to do all acts and things which may be necessary or proper to effect said merger and to transfer title of the properties of Wilcox Oil Company to Tenneco Oil Company."

IN WITNESS WHEREOF, said TENNECO OIL COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by W. E. SCOTT, its President, and L. R. SPENCE, its Secretary, this 7th day of September, 1965.



TENNECO OIL COMPANY

By

A handwritten signature in dark ink, appearing to be "W. E. Scott", written over a horizontal line.

President

By

A handwritten signature in dark ink, appearing to be "L. R. Spence", written over a horizontal line.

Secretary

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

ss:

BE IT REMEMBERED that on this 7th day of September, 1965, personally came before me, a Notary Public in and for the County and State aforesaid, W. E. SCOTT, President of TENNECO OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said W. E. SCOTT, as such President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Elizabeth M. Forsythe
Elizabeth M. Forsythe, Notary Public in
and for Harris County, Texas

My Commission Expires June 1, 1967.